

RECORDATION NO. 28354 FILED

JAN 08 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-8518 Rider 3

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Ineos Nova LLC
25846 SW Frontage Road
Channahon, Illinois 60410]

A description of the railroad equipment covered by the enclosed document is:

50 railcars within the series ACFX 036103 - ACFX 041027 and ACFX 099079 - ACFX 099764 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Ineos Nova LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

REGISTRATION NO. 28354 FILED

JAN 06 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

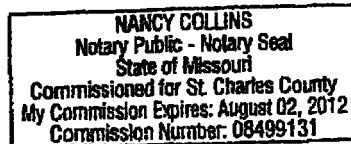
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

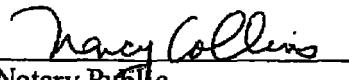
AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Ineos Nova LLC

Contract 3-8518 rider 3 *dated 9/19/07*

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	036103
	Hopper	ACFX	036675
	Hopper	ACFX	036742
	Hopper	ACFX	036758
	Hopper	ACFX	037037
	Hopper	ACFX	037042
	Hopper	ACFX	037045
	Hopper	ACFX	037064
	Hopper	ACFX	037066
	Hopper	ACFX	037073
	Hopper	ACFX	037083
	Hopper	ACFX	037089
	Hopper	ACFX	037094
	Hopper	ACFX	037105
	Hopper	ACFX	037109
	Hopper	ACFX	037111
	Hopper	ACFX	037122
	Hopper	ACFX	037131
	Hopper	ACFX	037137
	Hopper	ACFX	037143
	Hopper	ACFX	037149
	Hopper	ACFX	037150
	Hopper	ACFX	037172
	Hopper	ACFX	037375
	Hopper	ACFX	037395
	Hopper	ACFX	037401
	Hopper	ACFX	037412
	Hopper	ACFX	037415
	Hopper	ACFX	037512
	Hopper	ACFX	037520
	Hopper	ACFX	037543
	Hopper	ACFX	037544
	Hopper	ACFX	037595
	Hopper	ACFX	037701

Schedule A

Equipment

Ineos Nova LLC

Contract 3-8518 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	ACFX	037704
	Hopper	ACFX	037710
	Hopper	ACFX	037722
	Hopper	ACFX	041007
	Hopper	ACFX	041027
	Hopper	ACFX	099079
	Hopper	ACFX	099080
	Hopper	ACFX	099410
	Hopper	ACFX	099420
	Hopper	ACFX	099432
	Hopper	ACFX	099468
	Hopper	ACFX	099469
	Hopper	ACFX	099477
	Hopper	ACFX	099488
	Hopper	ACFX	099703
	Hopper	ACFX	099764

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/6/2010



Robert W. Alvord